

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

AEROTEL, LTD., AEROTEL U.S.A., INC. and
AEROTEL U.S.A., LLC,

Plaintiffs,

v.

AT&T INC. (formerly SBC Communications, Inc.),
BELLSOUTH CORPORATION, AT&T CORP.,
AT&T LONG DISTANCE, LLC (formerly SBC
Long Distance, LLC), AT&T MOBILITY
CORPORATION (formerly Cingular Wireless
Corporation), AT&T MOBILITY LLC (formerly
Cingular Wireless LLC), NEW CINGULAR
WIRELESS SERVICES, INC. (formerly AT&T
Wireless Services, Inc.), CINGULAR WIRELESS
II, LLC (formerly Cingular Wireless II, Inc.), NEW
CINGULAR WIRELESS PCS, LLC (formerly
BellSouth Mobility, LLC), BELLSOUTH
MOBILITY DCS, INC., BELLSOUTH
TELECOMMUNICATIONS, INC. d/b/a AT&T
SOUTHEAST, and BELLSOUTH LONG
DISTANCE, INC. d/b/a AT&T LONG DISTANCE
SERVICE,

Defendants.

Civil Action No. 07-Civ-3217 (RJH)

AMENDED DECLARATION OF JOSHUA S. BROITMAN

I, Joshua S. Broitman, hereby declare that the following is true and correct, and based on my own personal knowledge:

1. I am an attorney at the law firm Ostrager Chong Flaherty & Broitman P.C., counsel for plaintiffs in this action (collectively, "Aerotel"). I am a member in good standing of the bar of the State of New York and am admitted to practice in this Court. I submit this

amended declaration in connection with plaintiffs' opposition to the motion of defendants AT&T Inc. and BellSouth Corporation to dismiss for lack of personal jurisdiction, the motion of all defendants to dismiss for failure to state a claim or, in the alternative, for a more definite statement, and the motion of all defendants to dismiss the claims of Aerotel U.S.A., Inc. and Aerotel U.S.A., LLC for lack of standing. The original declaration was filed November 9, 2007, but included an incorrect Exhibit 7. This amended declaration is filed with the correct Exhibit 7.

2. Attached hereto as **Exhibit 1** is a true and accurate copy of a letter (without enclosures) dated September 2, 2004 from Fish & Neave, on behalf of Aerotel, to Geoff Sutcliffe, Patent Counsel, BellSouth Intellectual Property Management Corporation.

3. Attached hereto as **Exhibit 2** is a true and accurate copy of a letter (without enclosures) dated February 12, 2007 from Ostrager Chong Flaherty & Broitman P.C. to attorney Christopher Arena of Woodcock Washburn LLP, counsel for Cingular Wireless LLC.

4. Attached hereto as **Exhibit 3** is a true and accurate copy excerpts from the 2006 Annual Report of AT&T Inc.

5. Attached hereto as **Exhibit 4** is a true and accurate copy of a printout dated November 9, 2007 of an article entitled "Bios of AT&T Board of Directors" posted on the internet at <http://www.att.com/gen/investors-relations>.

6. Attached as **Exhibit 5** is a true and accurate copy of a printout dated November 9 2007 of an article entitled "AT&T Corporate Profile" posted on the internet at <http://www.att.com/gen/investor-relations>.

7. Attached as **Exhibit 6** is a true and accurate copy of the Form 10-K filed by AT&T Inc. with the United States Securities and Exchange Commission ("SEC") for the fiscal year ended December 31, 2006.

8. Attached as **Exhibit 7** is a true and accurate copy of the Form 10-K filed by AT&T Inc. with the SEC for the fiscal year ended December 31, 2005.

9. Attached as **Exhibit 8** is a true and accurate copy of excerpts from the Form 10-K filed by SBC Communications Inc. with the SEC for the fiscal year ended December 31, 1995.

10. Attached as **Exhibit 9** are true and accurate copies of representative commercial literature showing wireline prepaid calling cards marketed by SBC and its subsidiaries, including the following:

(a) an article entitled "SBC's Incredible Marketing Plan" posted March 1, 2005 on the internet – <http://www.xchangemag.com>;

(b) an article entitled "Phone Plus Prepaid: Retail News" posted March 2004 on the internet – <http://www.phoneplusmag.com>;

(c) an article entitled "Pac Bell Dials Wrong Number in Pre-Paid Calling Card Case – Law – Brief Article" published July 7, 2003 in the Los Angeles Business Journal;

(d) an article entitled "Government Contracts Rigged?" published June 11, 2003 on the internet – <http://www.thedigest.com>; and

(e) an article entitled "SBC Pioneers to Honor 'National Salute to Hospitalized Veterans Week' with VFW Calling Card Distribution to Veteran's Hospitals Nationwide" published February 14, 2002 – <http://www.att.com>.

11. Attached hereto as **Exhibit 10** is a true and accurate copy of excerpts from the Form 10-Q filed by AT&T Inc. with the SEC for the quarterly period ended September 30, 2006.

12. Attached as **Exhibit 11** a true and accurate copy of an article entitled "SBC Moves to a Single National Brand, Reaching a Major Milestone in its Transformation into the Nation's

Premier Source for Communications Services” dated December 10, 2003 posted in the internet at <http://www.att.com/gen/press-room>.

13. Attached as **Exhibit 12** are true and accurate copies of excerpts from the Form 10-K filed by AT&T Corp. with the SEC for the period ended December 31, 2001.

14. Attached as **Exhibit 13** is a true and accurate copy of excerpts from the 2005 Annual Report of AT&T Inc.

15. Attached as **Exhibit 14** are true and accurate copies of documents relating to Cingular wireless prepaid wireless phones comprising:

- (a) a Cingular Wireless receipt dated July 7, 2004;
- (b) a box for a Cingular wireless prepaid phone;
- (c) a brochure entitled “KIC Keep In Contact I Talk On My Terms”;
- (d) a \$30 Cingular KIC Keep In Contact prepaid wireless card;
- (e) a printout dated November 16, 2004 of an article entitled “Plan Terms Applicable to Cingular Prepaid” posted on the internet at <http://onlinestore.cingular.com>;
- (f) a printout dated November 16, 2004 of an online transaction entitled “Cingular Refill” conducted on the internet at <https://www.myprepaidrefill.com>;
- (g) a printout dated November 16, 2004 of an article entitled “Prepaid Mobile to Mobile” posted on the internet at <http://onlinestore.cingular.com>;
- (h) a printout dated November 16, 2004 of an article entitled “Prepaid 10¢ per minute” posted on the internet at <http://onlinestore.cingular.com>;
- (i) a printout dated November 16, 2004 of an article entitled “Site Map” posted on the internet at <http://www.cingular.com/sitemap>;

(j) a printout dated November 16, 2004 of an article entitled "Night and Weekends Plan Information" posted on the internet at <http://www.kiconline.net>;

(k) a printout dated November 16, 2004 of an article entitled "Prepaid Accounts"" posted on the internet at <http://www.cingular.com/myaccount/prepaid>;

(l) a printout dated November 16, 2004 of an article entitled "Welcome to KIC Online"" posted on the internet at <http://kiconline.net>;

(m) a printout dated November 16, 2004 of an article entitled "Account Details"" posted on the internet at <http://kiconline.net>

(n) a printout dated November 16, 2004 of an article entitled "KIC Online Help" posted on the internet at <http://kiconline.net>;

(o) a printout dated November 16, 2004 of an article entitled "Shopping Cart" posted on the internet at <http://onlinestore.cingular.com>;

(p) a printout dated November 16, 2004 of an article entitled "Prepaid Phones" posted on the internet at <http://onlinestore.cingular.com>;

(q) a printout dated November 16, 2004 of an article entitled "Return Policy" posted on the internet at <http://onlinestore.cingular.com>; and

(r) a printout dated November 16, 2004 of an article entitled "Rate Plans" posted on the internet at <http://onlinestore.cingular.com>.

16. Attached as **Exhibit 15** is a true and accurate copy a BellSouth wireline prepaid phone card.

17. Attached as **Exhibit 16** are true and accurate copies of documents relating to AT&T Wireless prepaid wireless phones consisting of:

(a) a receipt dated September 3, 2003 issued by AT&T Wireless;

- (b) a box for an AT&T Wireless prepaid phone;
- (c) a brochure entitled "AT&T Free-2-Go Wireless" having a 2003 copyright;
- (d) a letter entitled "Welcome to AT&T Wireless" sent to Roberto L. Gomez;
- (e) a printout dated June 8, 2004 of an article entitled "frequently asked questions" posted on the internet at <http://attws.com/personal/prepaid>;
- (f) a printout dated June 8, 2004 of an article entitled "Calling Plans" posted on the internet at <http://www.attwireless.com/personal/prepaid/>;
- (g) a printout dated June 9, 2004 of an article entitled "New Flat Rate Calling Plan" posted on the internet at <http://attws.com/personal/prepaid/>
- (h) an AT&T Free-2-Go Wireless \$25 refill card; and
- (i) a brochure entitled "AT&T Free-2-Go Wireless" having a 2004 copyright;

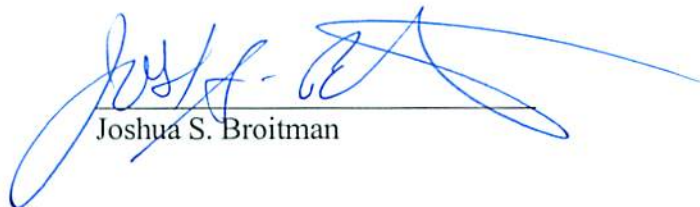
18. Attached as **Exhibit 17** are true and accurate copies of printouts dated November 9, 2007 from www.att.com, www.wireless.att.com, and www.bellsouth.com but representative of webpages accesible as the April 7, 2007 filing date of this action

19. Attached as **Exhibit 18** are true and accurate copies of printouts dated November 5, 2007 of entity status reports obtained online from the New York State, Department of State, Division of Corporations website for the following entities:

- (a) AT&T Corp.;
- (b) SBC Long Distance, LLC;
- (c) AT&T Mobility LLC;
- (d) New Cingular Wireless Services, Inc.
- (e) New Cingular Wireless PCS, LLC;
- (f) BellSouth Long Distance, Inc.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 18, 2008
New York, New York



Joshua S. Broitman